

1800 MHz Auction

**Award of frequencies in the frequency bands
1720.1-1785.0 MHz and 1815.1-1880.0 MHz**

Information Memorandum

Annex G

Bidder Declaration

June 2016

Issued by

The Danish Energy Agency

Denmark

www.ens.dk

Annex G: Bidder Declaration

Please note that, the concepts of “bidder”, “connected person”, “confidential information”, “insider”, “legal entity”, “mobile operator”, “associated person” and “associated bidder” for the purposes of this declaration shall be construed as defined in the Danish Energy Agency’s decision of 28 June 2016.

The bidder hereby confirms and declares that:

1. The bidder is entitled to submit the application and participate in the auction, and the bidder has obtained all necessary declarations of consent, permissions and approvals.
2. The bidder has ensured and will ensure that all information and all declarations contained in the application and appendices attached thereto are correct and accurate to the best knowledge of the bidder.
3. The bidder is not under the joint control of two or more mobile operators or the bidder warrants that it acts in conformity with the competition legislation in force, if the bidder is under the joint control of two or more mobile operators or previously has obtained an approval under the competition legislation on joint control. Potential previous approvals has to be enclosed with the application.
4. The bidder has and will ensure that after submitting its application, the bidder and its connected persons abstain from, through their actions or failure to act, establishing a connection to another bidder, which would lead to the bidders being covered by the ownership rule of clause 12 in the Danish Energy Agency’s decision.
5. The bidder has and will ensure that the bidder, only to the extent it is necessary discloses confidential Information to it’s connected persons or to persons who, prior to such disclosure, are Insiders in relation to the same bidder and that the bidder shall take all reasonable measures with a view to ensuring that the person who receives such confidential information complies with clauses 6-9 below.
6. The bidder has ensured and will ensure that the bidder, the bidder's employees, board of management, board of directors and persons connected with the bidder or Insiders refrain from disclosing information to parties other than as specified in clause 5 until the licences have been issued.
7. The bidder has ensured and will ensure that the bidder – and, to the knowledge of the bidder, any connected persons and any insiders – prior to the submissions of the application as well as until the date on which the licences have been issued, shall refrain from entering into agreements with other bidders or connected persons in relation to such other bidders concerning the auction.
8. The bidder has ensured and will ensure that the bidder – and, to the knowledge of the bidder, any connected persons and any Insider – both prior

to and after the filing of an application and until the licences have been issued, refrains from any action that could have an adverse effect on the auction.

9. The bidder has ensured and will ensure that the bidder – and, to the knowledge of the bidder, any connected persons and any insider – do not enter into agreements or establish any understanding with a third party, either prior to or during the auction, if the agreement or the understanding directs such third party not to participate or limits such third party's ability to participate in the auction.

The bidder has ensured that agreements already entered into or understandings already established, as mentioned in the first sentence hereof, have been terminated, including to the knowledge of the bidder, any connected persons and any insider have ensured such agreements or understandings have been terminated.

10. A bidder has ensured and will ensure that a physical person who is a member of the board of directors of a bidder or employed by a bidder or by any connected persons or insiders in relation to a bidder and who is also a member of the board of directors of another bidder or employed by another bidder or by any connected persons or insiders in relation to such other bidder,

(a) is in no way whatsoever involved in the preparation of an application or a bid for both bidders or their connected persons; and

(b) is not in possession of, or obtains any confidential information concerning both bidders or their respective connected persons or insiders.

11. The bidder has ensured and will ensure that if a physical person who is an Insider in relation to the bidder and who is a member of the board of directors of a person or employed with a person which is a connected person in relation to the bidder, and if another member of the board of directors of the person, or another employee with the connected person, is or can be an insider in relation to another bidder, the connected person shall inform the bidder (giving this declaration) to this effect, and the bidder shall take all reasonable measures with a view to ensuring compliance with clauses 6-9 above.

12. The bidder has ensured and will ensure that prior to the filing of its application, the bidder take all reasonable measures with a view to identifying its connected persons, associated persons and insiders.

13. The bidder or, in case the bidder is a partnership, a joint venture or equivalent, the relevant partners or participants is not in suspension of payments, liquidation, or bankruptcy or winding-up proceedings.

14. The bidder is duly established under the legislation governing the country in which the bidder's registered office is situated – or in case the bidder is a partnership or a joint venture, etc., in which one or more partners or participants are legal entities – these are duly established under the legislation governing the country in which their registered office is situated.

15. The bidder is not, or, in case the bidder is a partnership, a joint venture or equivalent, the relevant partners or participants are not, nor is expected to be involved in any disputes which may in any material and adverse way affect the bidder's possibility of complying with the terms of the licence, if the bidder is awarded such licence.

For and on behalf of the bidder:

(Signature of those persons who are empowered to bind the bidder or otherwise authorised to bind the bidder)

If the bidder is partnership, a joint venture or equivalent, the declarations in clauses 13-15 are also signed by the relevant partners or participants:

As partner/participant:
